



06-02-2004

Docket No. 40140.0010

TRADEM



VER SHEET 5.27.04

TO: The Commissioner of Patents a

102755675

and original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger _____
- Change of Name _____
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
January 27 2003

Name Packerland Processing Company, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Skippack Creek Corporation

DBA/AKA/TA _____

Composed of _____

75763121

Address (line 1) 103 Baynard Building

Address (line 2) 3411 Silverside Road

Address (line 3) Wilmington

Delaware
State/Country

19810
Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

06/01/2004 ECOOPER 00000163 191565 75763121

01 FC:8521 40.00 BA
02 FC:8522 150.00 BA

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number

202-663-8000

Name Caroline C. Smith

Address (line 1) Shaw Pittman LLP

Address (line 2) 2300 N Street, NW

Address (line 3) Washington, D.C. 20037-1128

Address (line 4) _____

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 12

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/763121

2,333,673

1,906,712

2,491,925

1,914,233

1,869,793

2,034,067

Number of Properties

Enter the total number of properties involved.

7

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 190

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

19-1565

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Caroline C. Smith

Name of Person Signing

Caroline C. Smith

Signature

May 27, 2004

Date Signed

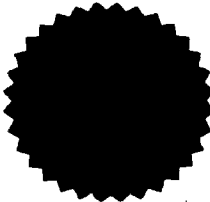
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PACKERLAND PROCESSING COMPANY, INC.", CHANGING ITS NAME FROM "PACKERLAND PROCESSING COMPANY, INC." TO "PACKERLAND PACKING COMPANY, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2003, AT 1:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2409477 8100

AUTHENTICATION: 2772167

030759260

DATE: 11-25-03

TRADEMARK
REEL: 002978 FRAME: 0548

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PACKERLAND PROCESSING COMPANY, INC.

Packerland Processing Company, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Packerland Processing Company, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Packerland Packing Company, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be executed by Lisa R. Butler, its Assistant Secretary, this 19th day of November, 2003.

PACKERLAND PROCESSING COMPANY, INC.

By: 

Name: Lisa R. Butler

Title: Assistant Secretary

ADDENDUM

THIS ADDENDUM, entered into this 9 day of March, 2004, is by and between PACKERLAND PACKING COMPANY, INC., a Delaware Corporation ("Packerland Packing") and SKIPPACK CREEK CORPORATION, a Delaware Corporation ("Skippack").

WITNESSETH:

WHEREAS, Packerland Processing Company, Inc. ("Packerland Processing") and Skippack entered into a Contribution Agreement on January 27, 2003 (hereinafter the "Contribution Agreement"), a true copy of which is annexed hereto as Appendix A;

WHEREAS, Packerland Processing was inadvertently and erroneously identified in the Contribution Agreement as "Packerland Packing Co., Inc."

WHEREAS, Packerland Processing Company, Inc. was the contributing party's correct legal name at the time the Contribution Agreement was executed.

WHEREAS, since the date of execution of the Contribution Agreement, the contributing party Packerland Processing changed its name from "Packerland Processing Company, Inc." to "Packerland Packing Company, Inc."

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants set forth below and in the Contribution Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, Packerland Packing and Skippack agree as follows:

I. As of January 27, 2003, Skippack is the owner of the entire right, title and interest to the trademarks listed on Attachment A to the Contribution Agreement, together with the goodwill associated therewith and the trademark applications and registrations listed on Attachment A to the Contribution Agreement.

II. The contributing party in the Contribution Agreement was inadvertently and erroneously identified as "Packerland Packing Co., Inc." The correct name of the contributing party at the time the Contribution Agreement was executed was "Packerland Processing Company, Inc."

A true copy of the Certificate of Amendment evidencing the name change from "Packerland Packing Co., Inc." to "Packerland Processing Company, Inc." issued by the Delaware Secretary of State prior to the execution of the Contribution Agreement is attached hereto as Appendix B.


III. On November 23, 2003, the name of the contributing party was changed from "Packerland Processing Company, Inc." to "Packerland Packing Company, Inc." A true copy of the Delaware Secretary of State record evidencing this name change is attached hereto as Appendix C.

IV. The Contribution Agreement is hereby amended to substitute Packerland Processing Company, Inc. as the original contributing party.

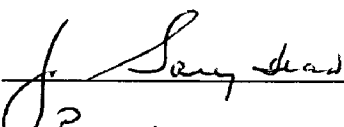
V. All other provisions of the Contribution Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, each of the parties hereto has caused this Addendum to be executed by a duly authorized corporate officer as of the date stated in the preamble paragraph of this Addendum.

PACKERLAND PACKING COMPANY, INC.

By: 
Title: President
Date: March 16, 2004

SKIPPACK CREEK CORPORATION

By: 
Title: President
Date: 3/15/2004

APPENDIX A

CONTRIBUTION AGREEMENT

THIS CONTRIBUTION AGREEMENT (this "Agreement") is made of this 27th day of January, 2003, (the "Effective Date") by and between PACKERLAND PACKING CO., INC. ("Packerland"), a corporation duly organized and existing under the laws of State of Delaware, and SKIPPACK CREEK CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware ("Skippack"). Whereas Packerland desires to contribute and transfer all of its rights and interests in and to the trademarks listed on Attachment A, attached hereto and incorporated by reference herein (the "Marks"), together with the goodwill that Packerland has developed in such Marks (the "Goodwill") to Skippack. Whereas Skippack desires to acquire the Marks, together with the Goodwill, from Packerland.

As consideration for the contribution by Packerland to Skippack, and after the valuation described herein, Skippack shall deliver to Packerland a certificate representing the number of shares of the common stock of Skippack as calculated by multiplying the number of outstanding shares of Skippack common stock time a fraction, the numerator of which is the Trademark Value and the denominator of which is the sum of the Skippack Asset Value and the Trademark Value. For purposes of this Agreement, "Trademark Value" shall mean the fair market value of the Marks and Goodwill. "Skippack Asset Value" shall mean the fair market value of the assets owned by Skippack prior to the conveyance of the Marks and Goodwill. Within ninety (90) days after the Effective Date of this Agreement, the parties shall agree on the Trademark Value and the Skippack Asset Value.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Packerland has agreed to contribute and has hereby contributed, assigned and transferred unto Skippack and its successors and assigns Packerland's ~~entire right, title and interest in and to the Marks and Goodwill~~, to be held and enjoyed by Skippack for its own use and benefit and for the use and benefit of its parents, subsidiaries, affiliates, successors, assigns, licensees and legal representatives, as such rights would have been held and enjoyed by Packerland had this Assignment not been made. Without limitation of the foregoing, the rights hereby assigned to Skippack include Packerland's rights in the trademark applications and registrations relating to the Marks.

The Marks are assigned hereunder "as is" without any warranties, express or implied. Without limitation of the foregoing, Packerland specifically does not warrant that the Marks will enable Skippack to obtain increased revenues, that the Marks do not infringe the rights of any third parties, or that the Marks will not cause any loss, damage, or injury.

Packerland agrees to execute any other documents or to provide any further materials or documentation necessary in order to fulfill the provisions of or the purpose of this Agreement or to substantiate Skippack's use and ownership of the Marks and Goodwill.

This Assignment is binding upon the parties and their respective heirs, successors, assigns, trustees, and representatives.

IN WITNESS WHEREOF, Packerland and Skippack have executed this Contribution Agreement, to be effective as of the date first written above:

PACKERLAND PACKING CO. INC.

By: *Richard V. Vesta*

Name: Richard V. Vesta

Title: President / CEO

SKIPPACK CREEK CORPORATION

By: *J. Gary Jean*

Name: J. Gary Jean

Title: President

ATTACHMENT A

Mark	State / Country	Status	Application / Registration No.
SHOWCASE SUPREME	Canada	Registered	463558
SHOWCASE SUPREME	Japan	Registered	4034221
SHOWCASE SUPREME	Korea	Registered	331051
SHOWCASE SUPREME	Korea	Registered	377223
SHOWCASE SUPREME	Mexico	Registered	221661
GRAND RIVER	United States	Registered	2,333,673
MURCO	United States	Registered	2,491,925
PACKERLAND PACKING	United States	Registered	1,869,793
PP	United States	Registered	1,906,712
SHOWCASE SUPREME	United States	Registered	1,914,233
SIMPLY BETTER BEEF	United States	Registered	2,034,067
SUN LAND	United States	Pending	75/763,121
SV	United States	Registered	1,998,756
MOR-LEAN BEEF	Wisconsin	Registered	WI038429
MOR-LEAN BEEF FEEDERS ASSOC.	Wisconsin	Registered	WI038430

APPENDIX B

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PACKERLAND PACKING COMPANY, INC.", CHANGING ITS NAME FROM "PACKERLAND PACKING COMPANY, INC." TO "PACKERLAND PROCESSING COMPANY, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JULY, A.D. 2001, AT 10:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2409477 8100

010370947

AUTHENTICATION: 1271281

DATE: 07-31-01

TRADEMARK
REEL: 002978 FRAME: 0557

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PACKERLAND PACKING COMPANY, INC.

Packerland Packing Company, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Packerland Packing Company, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Packerland Processing Company, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on July 31, 2001.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be executed by Richard V. Vesta, its Chief Executive Officer, President and Secretary, this 31st day of July, 2001.

PACKERLAND PACKING COMPANY, INC.

By: 

Richard V. Vesta
Chief Executive Officer, President and
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 07/31/2001
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312+5587426 TO 2HS244H9130267483 P.03/10

JUL 30 10 19:20 FR WINSTON&STRAUN

TRADEMARK
REEL: 002978 FRAME: 0558

APPENDIX C